

RECORDATION NO. 23382 FILED

FEB 22 '01 19-22 AM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

February 21, 2001

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Memorandum of Locomotive Lease Agreement, dated as of December 1, 1999, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: Grand Trunk Western Railroad
Incorporated
c/o Canadian National Railway
935 de la Gauchetiere Street West
Montreal, Quebec
Canada H3B 2M9

Lessee: Railcar, Ltd.
1819 Peachtree Road, N.E.,
Suite 425
Atlanta, Georgia 30309-1847

A description of the railroad equipment covered by the enclosed document is:

10 locomotives within the series GTW 6406 - GTW 6424 and 25 locomotives within the series CN 9404 - CN 9661

Mr. Vernon A. Williams
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A short summary of the document to appear in the index follows:

Memorandum of Locomotive Lease Agreement between Grand Trunk Western Railroad Incorporated, Lessor, and Railcar, Ltd., Lessee, covering 10 locomotives within the series GTW 6406 - GTW 6424 and 25 locomotives within the series CN 9404 - CN 9661.

Also enclosed is a check in the amount of \$27.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Robert W. Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/anm
Enclosures

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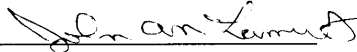
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SURFACE TRANSPORTATION BOARD
MEMORANDUM OF LOCOMOTIVE LEASE AGREEMENT

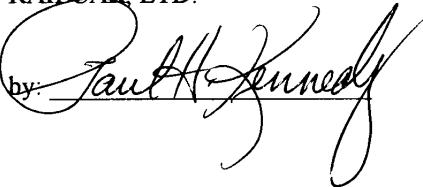
THIS MEMORANDUM OF LOCOMOTIVE LEASE AGREEMENT ("Memorandum") is dated as of December 1, 1999 and is intended to evidence that certain Locomotive Lease Agreement dated as of December 1, 1999 ("Lease") between GRAND TRUNK WESTERN RAILROAD INCORPORATED, a Delaware corporation ("Lessor"), and RAILCAR, LTD., a Georgia corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board of the United States Department of Transportation under section 11301 of Title 49 of the United States Code. Lessor has the right to lease the locomotives, more fully described in Schedule A hereto (the "Units"). Lessee leased from Lessor the Units at the rent and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, the parties hereto have caused this memorandum to be executed by their duly authorised representative as of the day and year first above written.

GRAND TRUNK WESTERN
RAILROAD INCORPORATED

by: 

RAILCAR, LTD.

by: 

SCHEDULE A
to the memorandum of locomotive lease agreement

THE UNITS

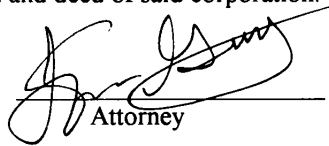
Description: EMD GP40-2

Unit Numbers:

GTW 6406
GTW 6407
GTW 6408
GTW 6409
GTW 6410
GTW 6411
GTW 6412
GTW 6413
GTW 6415
GTW 6424
CN 9404
CN 9406
CN 9413
CN 9420
CN 9426
CN 9431
CN 9441
CN 9442
CN 9443
CN 9457
CN 9464
CN 9485
CN 9490
CN 9504
CN 9505
CN 9514
CN 9520
CN 9578
CN 9603
CN 9610
CN 9637
CN 9638
CN 9645
CN 9658
CN 9661

PROVINCE OF QUEBEC)
) SS.:
DISTRICT OF MONTREAL)


On this 8 day of December, 1999, before me personally appeared John A. N. Lamont, to me personally known, who, by me being duly sworn, says that he is Senior Manager, Asset Finance of GRAND TRUNK WESTERN RAILROAD INCORPORATED, and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Attorney

Bar Number 188726-2

STATE OF GEORGIA)
) SS.:
COUNTY OF FULTON)

On this 14th day of December, 2000, before me personally appeared PAUL H KENNEDY, to me personally known, who, by me being duly sworn, says that he is VICE PRESIDENT of RAILCAR, LTD., and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

My commission expires

Notary Public, Gwinnett County, Georgia
My Commission Expires January 3, 2004

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